

DIRECTORS' REPORT (Contd..)

Dear Members,

Your Directors have pleasure in presenting the Thirteenth Annual Report together with the audited financial statements of accounts of the Company for the financial year ended March 31, 2019.

Financial Highlights

The highlights of the consolidated financial results of the Company for the financial year ended March 31, 2019, are as under:

Amount (₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018*
Profit before Depreciation / Amortisation	85,722.88	279,574.43
Less: Depreciation / Amortisation	1,744.56	9,650.79
Profit before Tax	83,978.32	269,923.64
Less: Provision for Tax	33,945.91	33,483.23
Profit after Tax before share of Profit / (Loss) from associates and Non controlling interest	50,032.41	236,440.41
Share of Profit / (Loss) from associates	399.11	(484.30)
Non controlling interest	(16.95)	1,328.41
Net Profit for the year	50,414.57	237,284.52

*Figures of March 31, 2018, have been restated pursuant to applicability of IndAS 115 'Revenue from Contracts with Customers', for reporting periods beginning on or after 1 April 2018.

The highlights of the standalone financial results of the Company for the financial year ended March 31, 2019, are as under:

Amount (₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Profit before Depreciation / Amortisation	15,086.41	(1,518.65)
Less: Depreciation / Amortisation	83.78	97.56
Profit before Tax	15,002.63	(1,616.21)
Less: Provision for Tax	4,401.44	359.14
Profit after Tax	10,601.19	(1,975.35)

REVIEW OF BUSINESS OPERATIONS:

CREDIT RATING

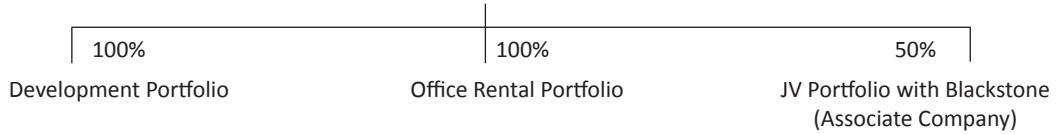
The Company has, during FY 2018-19, maintained its long term credit rating of AA-, amongst the highest rated listed companies in the Indian real estate industry peer group. The Company has also retained A1+ rating for its short-term debt, which is the highest rating that can be assigned for short-term debt. The ratings are the manifestation of the Company's strong fundamentals, low gearing and execution track record and mirror its long term growth prospects.

COMPANY'S BUSINESS OVERVIEW

Indiabulls Real Estate is one of the largest real estate companies in India, with a well-diversified presence in both commercial and residential real estate development and has projects across the price spectrum, from mid-income, premium to the super luxury space. Geographically, the Company's strategic focus is in key markets of Mumbai Metropolitan Region (MMR) and National Capital Region (NCR).

DIRECTORS' REPORT (Contd..)

Indiabulls Real Estate Limited



Development	Area (Mn. sq. ft.)	Sales Value (₹ Cr)	Rental	Area (Mn. sq. ft.)	Annuity Revenue (₹ Cr)	Rental	Area (Min. sq. ft.)	Annuity Revenue (₹ Cr)
Completed	1.6	724	Under Construction [#]	2.4	460	Completed & owned	3.6	714
Under Construction	21.8	16,919				Under Construction [#]	1.4	291
Planned	14.6	8,916						
Land Bank		Area (Acres)				Development	Area (Mn. sq. ft.)	Sales Value (₹ Cr)
Mumbai, NCR & Chennai		1,929				Under construction	1.6	3,561
Nashik SEZ		1,424						

[#] Annualized Annuity Revenue by FY22 on basis of 98% occupancy. Our completed properties have 98% occupancy as on date.

Development Portfolio

- 17 Ongoing, Completed & Planned projects with total saleable area of 44.59 million sqft.
- Projects execution to generate a Net Surplus of ₹ 12,907 cr. It excludes the London asset divestment, which is to be completed in FY20.

Project	Location	Net Surplus (₹ Cr)
Ongoing Projects		
Blu Estate & Club, Worli	MMR	3,136
Indiabulls Greens, Panvel	MMR	869
Indiabulls Golf City, Savroli	MMR	1,229
One Indiabulls Thane	MMR	1,017
Enigma, Gurgaon	NCR	240
One Indiabulls, Gurgaon	NCR	1,050
Indiabulls One 09	Gurgaon	261
Indiabulls City, Sonapat	NCR	99
Indiabulls Seirra, Vizag	Vizag	29
Sub Total - Ongoing Projects		7,930
Completed Projects		
Centrum Park, Gurgaon	NCR	140
Mega Mall, Jodhpur	Jodhpur	236
One Indiabulls Park, Vadodara	Vadodara	75
Sub Total - Completed Projects		451
Planned Projects		
Indiabulls Imperial, Gurgaon (Sec 106)	NCR	1,930
Manesar	NCR	1,903
Arivali, Panvel	MMR	292
Silverlake Villas, Alibaug	MMR	69
Centrum, Indore	Indore	332
Sub Total - Planned Projects		4,526
Grand Total		12,907

Net Surplus = Pending Collections from Area Sold + Value of Unsold Inventory – Pending Construction Cost

DIRECTORS' REPORT (Contd..)

Office Rental Portfolio:

- Strong tenant relationships with 200+ marquee tenants consisting of top-tier corporates from diverse sectors like financial services, consulting, legal, education, pharma, telecom, media, etc.
- On-going development projects of 2.44 million sqft to substantially grow the Annuity Revenue.

Property	Leasable Area (Mn. sqft)	Annualised Annuity Revenue in FY 21-22 (₹ Cr)**
Commercial Development at Blu- Worli, Mumbai	0.82	282
Indiabulls Mint, Gurgaon	0.31	34
Sector 106, Gurgaon	1.31	144
Total	2.44	460

**Annualized Annuity Revenue on the basis of 98% occupancy. Our completed properties have 98% occupancy as on date

JV Portfolio with Blackstone:

- Your Company has further expanded its JV platform with Blackstone Group L.P, globally renowned real estate private equity investor, by adding 2 new assets namely Indiabulls Tech Park, Gurgaon and Indiabulls IT Park, Gurgaon to the portfolio.
- One of the largest commercial portfolios aggregating to 5.01 million sqft.

Property	Leasable Area (Mn. sqft)	Annualised Annuity Revenue in FY 21-22 (₹ Cr)*
One Indiabulls Centre, Mumbai	1.67	365
Indiabulls Finance Centre	1.67	325
Indiabulls Finance Centre, New Tower Development	0.89	209
Indiabulls Tech Park, Gurgaon	0.24	24
Indiabulls IT Park, Gurgaon	0.54	82
Grand Total	5.01	1,005

* Annualized Annuity Revenue on the basis of 98% occupancy. Our completed properties have 98% occupancy as on date

Delivery of Key Projects: Delivered 9.7 mn sqft with Occupation Certificate for multiple towers/projects – Blu Estate & Club (Mumbai), Indiabulls Greens (Panvel), Indiabulls Golf City (Savroli), Centrum Park (Gurgaon), Enigma (Gurgaon), and Mega Mall (Jodhpur).

Land Bank – The Company has fully paid land bank of 1,929 acres in key cities across India, of which more than 95% of the Land Bank is in high value super-metro cities – Mumbai (MMR), National Capital Region (NCR) and Chennai, and which is sufficient for proposed development over the next 5-7 years. In addition to the said land bank, the Company also possesses 1,424 acres of SEZ land in Nashik, Maharashtra.

Growth Strategy

- Company will focus on its core markets - Mumbai Metropolitan Region & National Capital Region for sustainable growth, and strengthening of its on-going businesses.
- Regular sales from the under construction office properties to Investors, and deploy funds to acquire land parcels/unfinished projects for development.
- Company will focus on asset light model through JV development with land owners/other developers without incurring significant upfront land acquisition cost.

DIRECTORS' REPORT (Contd..)

- Unexploited Land Bank - 1,929 acres of fully paid land spread across Mumbai, NCR, Chennai, and additional 1,424 acres of Nashik SEZ. The land bank has the growth potential for Development & Rental portfolio and worth atleast ₹ 5,000 Cr on replacement value basis.

Zero Net Debt in FY20

- Your Company has embarked on a clear and simple path to achieve Zero Net Debt in the current financial year through the following steps –
 - o Unlock the value of 'Commercial and Leasing' business – Strategic divestment of these assets with Third Party Investors/internationally renowned Private Equity players. The expected Equity Value would be ~ ₹ 4,400 Cr - ₹ 4,800 Cr.
 - o Divest Hanover Square property, London – In light of continuing Brexit related issues and uncertainty around it, the London property market remains sluggish, and the London asset divestment would release an Enterprise Value of £ 200 million.
- The above steps will generate over ₹ 6,000 Cr, thereby reducing the Net Debt of Indiabulls Real Estate to Zero in the current financial year, and leaving surplus cash for further growth of the Company.

SIGNIFICANT EVENTS DURING FINANCIAL YEAR 2018-19 AND SUBSEQUENT THERETO

Buy-back Offer of Equity shares of the Company

Pursuant to the authorization of its Board, the Company commenced the Buy-back of up to 2.6 Cr fully paid-up Equity shares of the Company, being approx. 5.45% of the then existing paid-up share capital of the Company, at prevailing market price on Stock Exchanges subject to a price not exceeding ₹ 240 per equity share, aggregating up to an amount not exceeding ₹ 624 Cr, being less than 10% of total paid-up share capital and free reserves of the Company (excluding all "Transaction Costs"), from the open market through the Stock Exchange mechanism, in accordance with SEBI (Buy Back of Securities) Regulations, 1998, as amended. During the buyback offer, which remained open from June 5, 2018 till August 17, 2018, the Company bought back 2.6 Cr Equity shares, from the Exchanges, for an aggregate value of ₹ 443.18 Cr, excluding transaction costs, (*against the maximum buy-back size of ₹ 624 Cr*) at an average price of approx. ₹ 170.45 per equity share (*against the maximum buy-back price of ₹ 240 per equity share*).

Sale of Commercial Assets in non-core market

Pursuant to the earlier authorization of the shareholders dated 23rd March 2018, the Company has, during the FY 2018-19, entered into definitive agreement(s) for divestment of its 100% stake in the business of commercial assets at Ambattur, Chennai ("Chennai Assets"), being non-core real estate business operations for the Company, to Blackstone Group L.P., which is a globally renowned real estate private equity investor ("Blackstone") at a gross value of approx. ₹ 850 Cr, subject to adjustments, if any, basis certain assets and liabilities on closing. In terms of the definitive agreement(s), the Company has divested its partial stake and balance is to be divested by September 30, 2019.

To facilitate the agreed divestment of Chennai Assets, in tranches, by simplifying the corporate structure, the Board of the Company approved a composite Scheme of Arrangement amongst the Company, Indiabulls Infrastructure Limited, a direct subsidiary, and India Land and Properties Limited, a step down subsidiary company owning "Chennai Assets". The Scheme has been approved by the shareholders and creditors of the Company at their respective meetings held on 20th June 2019, convened under directions of National Company Law Tribunal, Principal Bench, New Delhi (NCLT), and is now to be considered by NCLT for granting its final approval. Upon effectiveness of the Scheme, there shall not be any change in the shareholding pattern of the Company, as the Company shall not issue any shares or pay any consideration, pursuant to said Scheme.

Acquisition of Commercial Assets at prime location in Gurugram and expansion of JV Portfolio with Blackstone Group L.P.

The Company through its wholly-owned subsidiary, Ashkit Properties Limited, acquired a prime commercial land admeasuring 13,519 sq. mtrs. on National Highway 8 (Plot No 20, situated in Sector 18, Urban Estate, Gurugram) for a development of a commercial complex with an expected leasable area of more than 5 lacs sqft. Another wholly-owned subsidiary of the Company, Yashita Buildcon Limited, acquired 100% stake in Concept International India Pvt Ltd, owning prime commercial property on National Highway 8 (Plot No 422B, situated in Sector 18, Urban Estate, Gurugram), which is a developed commercial complex with leasable area of approx 2.5 lac sqft.

DIRECTORS' REPORT (Contd..)

To expand the existing JV portfolio with Blackstone, the Company entered into definitive JV agreements with Blackstone and accordingly divested 50% stake in these two office assets at an aggregate enterprise value of approximately INR 464 Crores.

Acquisition of land parcel/development rights at Manesar, Gurugram

The Company, through its wholly-owned subsidiary Loon Land Development Limited, entered into definitive agreement(s) to acquire a land parcel/development rights on approx. 140 acre land, situated at Sector 79, Manesar, Gurugram, for development of integrated township and commercial building.

Joint Development at Worli, Mumbai

The Company, through its wholly owned subsidiary Indiabulls Infraestate Ltd ("IIL"), has executed a Term Sheet with Oricon Enterprises Limited (OEL) for joint development of a commercial building on land parcel admeasuring approx. 3,512 sq. mtrs. situated at Dr. E. Moses Road, Worli, Mumbai - 400018, through which IIL will get exclusive ownership rights of approx. 2.55 lac sqft leasable area.

DIVIDEND

In view of the business requirements of the Company, the Board of Directors of the Company has not recommended any dividend for financial year 2018-19.

During the year, unclaimed dividend pertaining to the Financial Year 2010-11, amounting to ₹ 4,05,906/-, and 61,284 equity shares, in respect of which dividend was not claimed for seven consecutive years, was transferred by the Company to Investor Education and Protection Fund (IEPF), after serving notices to concerned Members. Those members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company or Karvy Fintech Private Limited.

In compliance with requirements stipulated vide SEBI notification no. SEBI/LAD-NRO/ GN/2016-17/008 dated July 8, 2016, the Dividend Distribution Policy of the Company is available on the website of the Company at web link <https://www.indiabullsrealestate.com/policies/>.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the financial year 2018-19, Justice Bisheshwar Prasad Singh (Retd.) (DIN: 06949954) and Brig. Labh Singh Sitara (Retd.) (DIN: 01724648), Independent Directors, having attained the age of seventy five years, resigned from the Directorship of the Company w.e.f. March 31, 2019, to comply with the requirements of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, which came into effect from April 1, 2019.

Further, to have varied experience and skill sets in sync with highest standards of Corporate Governance in the Board, following individuals were appointed as Additional Directors on the Board of the Company:

- (a) Mr. Praveen Kumar Tripathi (DIN: 02167497), a retired IAS and Ex-Chief Secretary, Govt of NCT Delhi, as an Independent Director of the Company, for a period of three years w.e.f. March 31, 2019; and
- (b) Mr. Gurinder Singh (DIN: 08183046), a retired IPS, as an Independent Director of the Company, for a period of three years w.e.f. March 31, 2019.

Mr. Praveen Kumar Tripathi and Mr. Gurinder Singh, being additional director(s), hold office as such upto the date of ensuing Annual General Meeting. Keeping in view their excellent leadership and guidance abilities skills, vast professional experience in diversified fields including management, administration, regulatory, public policy matters etc, the Board recommends their appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of three years w.e.f. March 31, 2019. Upon getting approval of the shareholders for their appointment as Independent Directors, their appointment shall be formalized by issuing a letter of appointment to them, which shall be open for inspection by the members at the registered office of the Company, in terms of applicable provisions of the Companies Act, 2013.

All the Independent Directors of the Company have given confirmation that they meet the criteria of independence laid down under Section 149(6) of the Companies Act, 2013.

In accordance with the provisions of the Companies Act, 2013, and in terms of the Articles of Association of the Company, Mr. Gurbans Singh (DIN: 06667127), an Executive Director designated as Joint Managing Director, is liable to retire by rotation at the ensuing Annual General Meeting of the Company, and being eligible has offered himself for reappointment.

DIRECTORS' REPORT (Contd..)

Further, since the current tenure of Mr. Narendra Gehlaut (DIN: 01246303), an Executive Director, designated as Vice-Chairman of the Company, Mr. Gurbans Singh (DIN: 06667127) and Mr. Vishal Gaurishankar Damani (DIN: 00358082), Executive Directors, designated as Joint Managing Directors of the Company, shall come to end on January 8, 2020, September 28, 2019 and August 26, 2020, respectively, to ensure continuity of guidance and benefits of their management and operational skills, the Board recommends their re-appointments at current designations, for a further period of five years, upon completion of their respective tenures.

The matter relating to appointment/ re-appointment of aforementioned directors have been included in the Notice of the 13th Annual General Meeting. Brief resume of the Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, and other requisite information, are provided in the Notice convening the 13th Annual General Meeting of the Company.

SHARE CAPITAL / STOCK OPTIONS

The paid-up share capital of the Company as of March 31, 2019, was ₹ 90,13,60,578/- comprising of 45,06,80,289 equity shares of ₹ 2/- each. An aggregate of 6,207,950 stock options, granted under Company's ESOP Schemes were in force as on March 31, 2019, which shall be exercisable as per the vesting schedule of respective ESOP Schemes.

Subsequently during the current FY 2019-20, till date the Company had allotted an aggregate 39,83,587 Equity shares of face value ₹ 2/- each against exercise of equivalent number of stock options under an ESOP Scheme of the Company, as a result of which the paid up equity share capital of the Company stands increased to ₹ 90,93,27,752/- divided into 45,46,63,876 equity shares of ₹ 2/- each.

The disclosures required to be made regarding employees stock options in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014, have been placed on the website of the Company <http://www.indiabullsrealestate.com/>.

PUBLIC DEPOSITS

During the year under review, the Company has not accepted any deposits from the public, falling within the ambit of Chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, therefore the disclosures required in terms of Rule 8 of the Companies (Accounts) Rules, 2014, are not required to be given.

LISTING WITH STOCK EXCHANGES

The Equity Shares (ISIN No.: INE 069 I01010) of the Company, continue to remain listed at BSE Limited and National Stock Exchange of India Limited. The listing fees payable to both the exchanges for the financial year 2019-20 have been paid. The GDRs issued by the Company continue to remain listed on Luxembourg Stock Exchange.

AUDITORS

(a) Statutory Auditors

The present term of M/s Walker Chandio & Co. LLP (member firm of global accounting firm Grant Thornton) (Firm Regn. No. 001076N/N500013), the Statutory Auditors of the Company who were appointed by the members at their Eighth Annual General Meeting, held on September 29, 2014, for a period of five years shall come to an end on the conclusion of the ensuing Thirteenth Annual General Meeting of the Company. It is proposed to re-appoint the existing auditors M/s Walker Chandio & Co. LLP (Firm Regn. No. 001076N/N500013), as the Statutory Auditors of the Company, for a further period of five years i.e. from the conclusion of ensuing Thirteenth Annual General Meeting, until the conclusion of the Eighteenth Annual General Meeting of the Company. The Company has received a certificate from the Auditors to the effect that their continuation as such from the conclusion of this Annual General Meeting until the conclusion of Eighteenth Annual General Meeting, if approved by the members, will be in accordance with the provisions of the Section 141(3)(g) of the Companies Act, 2013.

The Auditors' Report is self-explanatory and therefore do not call for any further explanation. No fraud has been reported by the Auditors of the Company in terms of the provisions of Section 143(12) of the Companies Act, 2013, and Rules framed thereunder.

(b) Secretarial Auditors & Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the rules made thereunder, the Company had appointed M/s S. Khandelwal & Co., a firm of Company Secretaries in practice as its Secretarial

DIRECTORS' REPORT (Contd..)

Auditors, to conduct the secretarial audit of the Company for the Financial Year 2018-19. The Company has provided all assistance, facilities, documents, records and clarifications etc. to the Secretarial Auditors for conducting their audit. The Secretarial Audit Report, along with Secretarial Compliance Report, as prescribed by SEBI, for the Financial Year 2018-19, are annexed as Annexure 1(i) and Annexure 1(ii) respectively, and forms part of this Report.

The Reports are self – explanatory and therefore do not call for any further explanation.

The Secretarial Audit Report of the unlisted material subsidiary is annexed as Annexure 1 (iii).

COST RECORDS

The requirement of maintenance of cost records, as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, read with applicable Rules, is applicable on the Company, and accordingly, such accounts and records have been made and are maintained by the Company.

CORPORATE SOCIAL RESPONSIBILITY

As part of its initiatives under “Corporate Social Responsibility (CSR)”, the Company has been undertaking projects in the areas specified under its CSR Policy (available on your Company’s website at web link <https://www.indiabullsrealestate.com/policies/>) in accordance with Schedule VII of the Companies Act, 2013, read with the relevant Rules. In terms of the applicable provisions of the Companies Act 2013, read with relevant Rules, since the Company had average net losses during immediately preceding three financial years, the Company was not required to contribute any amount towards CSR activities during the FY 2018-19. An Annual Report on CSR, containing relevant details, is annexed as Annexure 2, forming part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (“SEBI LODR Regulations”) with the Stock Exchanges, Management’s Discussion and Analysis Report, for the year under review, is presented in a separate section forming part of this Annual Report.

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 of the SEBI LODR Regulations with the Stock Exchanges, a separate section on Corporate Governance Practices followed by the Company, together with a certificate from a practicing Company Secretary confirming compliance, is presented in a separate section forming part of this Annual Report.

BUSINESS RESPONSIBILITY REPORT

Pursuant to Regulation 34 of the SEBI (LODR) Regulations, a Business Responsibility Report (BRR) is presented in a separate section forming part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors, in terms of Section 134 of the Companies Act, 2013, hereby states:

- a) that in the preparation of the annual financial statements for the year ended March 31, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company, as at March 31, 2019 and the profit and loss of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls are in place and that such financial controls are adequate and are operating effectively; and
- f) that systems to ensure compliance with the provisions of all applicable laws are in place and are adequate and operating effectively.

DIRECTORS' REPORT (Contd..)

EXTRACT OF ANNUAL RETURN

In terms of Sections 92(3) and 134(3) of the Companies Act, 2013 and rules framed thereunder, extract of the Annual Return for the financial year ended March 31, 2019, in form MGT-9, are given in 'Annexure 3' forming part of this Report and is also available on the website of the Company at web link <https://www.indiabullswirealestate.com/investor-relations/>.

BOARD MEETINGS

During the FY 2018-19, 6 (Six) Board Meetings were convened and held. The details of such meetings are given in Corporate Governance Report forming part of this Annual Report. The intervening gap between these meetings was within the period prescribed under the Companies Act, 2013 and other applicable provisions. The notice and agenda including all material information and minimum information required to be made available to the Board under SEBI LODR Regulations, were circulated to all directors, well within the prescribed time, before the meeting or placed at the meeting with the permission of majority of Directors (including the Independent Directors). During the year, separate meeting of the Independent Directors was held on February 14, 2019, without the presence of Non-Independent Directors and the members of the Company Management.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND DIRECTORS

The Nomination & Remuneration Committee (NRC) of the Board reassessed the framework, methodology and criteria for evaluating the performance of the Board as a whole, including Board committee(s), as well as performance of each director(s) and confirms that the existing evaluation parameters are in compliance with the requirements as per SEBI guidance note dated January 5, 2017 on Board evaluation. The existing parameters includes effectiveness of the Board and its committees, decision making process, Directors/members participation, governance, independence, quality and content of agenda papers, team work, frequency of meetings, discussions at meetings, corporate culture, contribution, role of Chairman and management of conflict of interest. Basis these parameters, the NRC had reviewed at length the performance of each director individually and expressed satisfaction on the process of evaluation and the performance of each Director. The performance evaluation of the Board as a whole and its committees, namely Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, as well as the performance of each director individually, including the Chairman, was carried out by the entire Board of Directors. The performance evaluation of Non-independent Directors and the Board as a whole was carried out by the Independent Directors at their meeting held on February 14, 2019. The Directors expressed their satisfaction with the evaluation process.

Also the Chairman of the Company, on a periodic basis, has had one-to-one discussion with the directors for their views on the functioning of the Board and the Company, including discussions on level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders and implementation of the suggestions offered by Directors either individually or collectively during different board/committee meetings.

REMUNERATION POLICY

The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report forming part of this Annual Report.

LOANS, GUARANTEES OR INVESTMENTS

During the FY 2018-19, in terms of the provisions of Section 186 (1) of the Companies Act, 2013, the Company did not make any investments through more than two layers of investment companies.

The Company's investment/loans/guarantees, during FY 2018-19, were in compliance with the provisions of section 186 of the Companies Act, 2013, particulars of which are captured in financial statements of the Company, wherever applicable and required, forming part of this Annual Report.

RELATED PARTY TRANSACTIONS

During the year, no materially significant related party transaction was entered by the Company with its Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of the Company at large. Details of all related party transactions are disclosed in the financial statement of the Company forming part of this Annual Report. None of the transactions with related parties is material transaction and/or transaction which is not at Arm's length, requiring disclosure pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014. The Policy on materiality of Related Party Transactions and also on dealing with such transactions is available on the website of the Company (<http://www.indiabullswirealestate.com/>).

DIRECTORS' REPORT (Contd..)

TRANSFER TO RESERVES

In compliance with regulations, as applicable to Buyback of Equity shares by the Company during FY 2018-19, the Company has transferred ₹ 520.00 Lakhs to Capital Redemption Reserve.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an elaborate system of internal controls commensurate with its size, scale and operations, which also covers financial controls, financial reporting, fraud control, compliance with applicable laws and regulations etc. Regular internal audits are conducted to check and to ensure that responsibilities are discharged effectively. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with regulatory directives, efficacy of its operating systems, adherence to the accounting procedures and policies of the Company and its subsidiaries. Wherever required, the internal audit efforts are supplemented by audits conducted by specialized consultants/audit firms. All financial and audit control systems are also reviewed by the Audit Committee of the Board of Directors of the Company. Based on the report of the internal auditors, process owners undertake corrective actions in their respective areas and thereby strengthen the controls.

MATERIAL CHANGES AND COMMITMENTS

Other than those disclosed in this report, there are no material changes and commitments, affecting the financial position of the Company, which has occurred between the end of the Financial Year of the Company i.e. March 31, 2019 and the date of this Report.

Further, no significant and material orders were passed by the regulators or courts or tribunals, impacting the going concern status and Company's operations in future.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo, is as under:

A. Conservation of Energy

The Company operations do not account for substantial energy consumption. However, the Company is taking all possible measures to conserve energy. As an ongoing process, the following measures are undertaken:

- Replacing all of its lighting system with LEDs, which is expected to slash related electricity consumption by over 50%.
- Installation of five star energy conservation air conditioning systems.
- Installation of automatic power controllers to save maximum demand charges and energy.
- Installation of TFT monitors that saves power.
- Periodic Training sessions for employees on ways to conserve energy in their individual roles.

B. Technology Absorption

The nature of business being carried out by the Company entails an extensive use of effective information technology so as to ensure that its services reach the end users i.e. its clients without any loss of time. The Company has implemented best of the class applications to manage and automate its business processes to achieve higher efficiency, data integrity and data security. It has helped it in implementing best business practices and shorter time to market new schemes, products and customer services.

The Company's investment in technology has improved customer services, reduced operational costs and development of new business opportunities.

C. Foreign Exchange Earnings and Outgo

During the year under review, there were no foreign exchange earnings. Details of the foreign exchange outgo during the year (last year Nil), are given below:

Particulars	Amount in INR
Subscription Charges	145,100.00
Technical Support Expenses	188,120.30
Total	333,220.30

DIRECTORS' REPORT (Contd..)

BUSINESS RISK MANAGEMENT

Pursuant to the applicable provisions of the Companies Act, 2013, the Company has formulated robust Business Risk Management framework to identify and evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on its business objectives and enhance its competitive advantage. It defines the risk management approach across the Company and its subsidiaries at various levels including the documentation and reporting. At present, the Company has not identified any element of risk which may threaten its existence.

Based on the Market Capitalisation as on March 31, 2019, the Company being one of the Top 500 listed entities, has constituted a Risk Management Committee, details of which are disclosed in the Corporate Governance Report forming part of this Annual Report.

PARTICULARS OF EMPLOYEES

Pursuant to the applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, disclosures on Managerial Remuneration are provided in "Annexure 4" forming part of this Report. In terms of the provisions of Section 136(1) of the Companies Act, 2013 read with the said Rules, the Directors' Report is being sent to all the shareholders of the Company excluding the annexure on the names and other particulars of employees, required in accordance with Rule 5.2 of said rules, which is available for inspection by the members, subject to their specific written request, in advance, to the Company Secretary. The inspection is to be carried out at the Company's Registered Office or at its Corporate Office, at Gurugram, during business hours on working days of the Company up to date of ensuing Annual General Meeting.

FAMILIARISATION PROGRAMME FOR NON-EXECUTIVE DIRECTORS

Non-Executive Directors are familiarised with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company through presentations about the Company's strategy, business model, product and service offerings, customers' & shareholders' profile, financial details, human resources, technology, facilities, internal controls and risk management, their roles, rights and responsibilities in the Company. The Board is also periodically briefed on the various changes, if any, in the regulations governing the conduct of non-executive directors including independent directors. The details of the familiarization programmes have been hosted on the website of the company and can be accessed on the link: <http://www.indiabullswirealestate.com/investor-relations/>.

SUBSIDIARY COMPANIES

Pursuant to Section 129 of the Companies Act, 2013, the Company has prepared its Consolidated Financial Statements along with all its subsidiaries, in the same form and manner, as that of the Company, which shall be laid before its ensuing 13th Annual General Meeting along with its Standalone Financial Statements. The Consolidated Financial Statements of the Company along with its subsidiaries, for the year ended March 31, 2019, forms part of the Annual Report.

For the performance and financial position of each of the subsidiaries of the Company, along with other related information required pursuant to Rule 8(5)(iv) of the Companies (Accounts) Rules, 2014, the Members are requested to refer to the Consolidated and Standalone Financial Statements of the Company along with the statement pursuant to section 129(3) of the Companies Act, 2013, forming part of the Annual Report.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are also available on the website of the Company. Shareholders may write to the Company for the annual financial statements and detailed information on subsidiary companies. Further, the documents shall also be available for inspection by the shareholders at the registered office of the Company. For names of companies which became or ceased to be subsidiaries or associate companies during the year ended March 31, 2019, please refer to Form MGT-9, annexed to this Report.

COMMITTEES OF THE BOARD

In compliance with the relevant provisions of applicable laws and statutes, the Company has the following Board constituted committees:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholders Relationship Committee
- d) Corporate Social Responsibility Committee
- e) Risk Management Committee

DIRECTORS' REPORT (Contd..)

The details with respect to composition, power, role, terms of reference, etc. of each of these committees are given in the Corporate Governance Report forming part of this Annual Report.

In addition, the Board has also constituted Compensation Committee for administration of stock options, Operations Committee and Management Committee, for dealing with various administrative and operational matters and Restructuring Committee for reorganisation of business segments of the Company.

SECRETARIAL STANDARDS

The Board of Directors state that the Company has complied with the applicable Secretarial Standards (SS-1 and SS-2) respectively relating to Meetings of the Board, its Committees and the General Meetings as issued by the Institute of Company Secretaries of India.

NUMBER OF CASES FILED, IF ANY, AND THEIR DISPOSAL UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace and has constituted an Internal Complaints Committee, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. During the financial year 2018-19, no cases of sexual harassment were reported.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee (ICC) under the Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee (ICC) has been set up to redress complaints received, if any, regarding sexual harassment.

VIGIL MECHANISM

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company has implemented the Whistle Blower Policy ("the Policy"), to provide an avenue for employees to report matters without the risk of subsequent victimization, discrimination or disadvantage. The Policy applies to all employees working for the Company and its subsidiaries. Pursuant to the Policy, the whistle blowers can raise concerns relating to matters such as breach of Company's Code of Conduct, fraud, bribery, corruption, employee misconduct, illegality, misappropriation of Company's funds / assets etc. A whistle-blowing or reporting mechanism, as set out in the Policy, invites all employees to act responsibly to uphold the reputation of the Company and its subsidiaries. The Policy aims to ensure that serious concerns are properly raised and addressed and are recognized as an enabling factor in administering good governance practices. The details of the Whistle Blower Policy are available on the website of the Company (<http://www.indiabullsrealestate.com>).

GREEN INITIATIVES

Electronic copies of the Annual Report 2018-19 and Notice of the 13th AGM are being sent to all the members whose email addresses are registered with the Company / Depository Participant(s). For members who have not registered their email addresses or have submitted requests with the Company, physical copies of the Annual Report 2018-19 and Notice of the 13th AGM are being sent in the permitted mode.

The Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice of the 13th AGM. This is pursuant to section 108 of the Companies Act, 2013, read with applicable Rules and in accordance with the SEBI LODR Regulations. The instructions for e-voting are provided in the AGM Notice.

ACKNOWLEDGEMENT

Your Company has been able to operate efficiently because of the culture of professionalism, creativity, integrity and continuous improvement in all functional areas and the efficient utilization of all its resources for sustainable and profitable growth. Your Directors wish to place on record their appreciation of the contributions made and committed services rendered by the employees of the Company at various levels. Your Directors also wish to express their gratitude for the continuous assistance and support received from the investors, clients, bankers, regulatory and government authorities, during the year.

For and on behalf of the Board of Directors

Date: August 14, 2019
Place: Gurugram

Sd/-
Gurbans Singh
Joint Managing Director
(DIN: 06667127)

Sd/-
Vishal Gaurishankar Damani
Joint Managing Director
(DIN: 00358082)